



Delphi Separation Allowance Plan Employee Policy, Benefit and Outplacement Services Information

This material presents general information only and is based on policy and benefit plan provisions in effect as of this date. It is not intended to nor does it provide all details about each program and policy. Complete descriptions of each are contained in official plan documents that are the governing plans over other oral or written statements. Furthermore, Delphi Corporation reserves the right to amend, change, or terminate any program, benefit, or policy at any time. Only the Board of Directors, or its delegate, has this authority. The information contained herein and any specific item described does not imply any guarantee.

POLICY PROVISIONS

Eligibility

Separation Allowance Plan benefits are payable to U.S. employees compensated as regular or flexible service salaried employees, who are separated from employment as the result of an Eligible Termination which includes without limitation:

- Mutually Satisfactory Release;
- Certain Special Separations which may include:
 - The closing of an office or business location;
 - A reduction in force;
 - Downsizing;
 - Restructuring, reorganization or re-engineering of a business group, unit or department;
 - Job elimination; or
 - Other circumstances Delphi determines which may or may not be characterized as a Limited Program of Terminations

Separation Allowance Plan benefits are not payable in the event of employment termination as a result of:

- Retirement;
- Quit (which includes an employee's failure to accept a suitable offer of employment);
- Discharge (for personal misconduct);
- Voluntary termination of employment unless the termination results from participation in a special incentive separation program which treats the separation as an Eligible Termination.
- Transfers between the Corporation and any of its wholly owned or substantially wholly owned domestic and foreign subsidiaries or other entity owned by Delphi;
- Separation arising out of outsourcing, the sale of a corporate unit, merger or other combination, spin-off, reorganization, liquidation, dissolution, or other winding up involving Delphi where the employee continues or is offered the opportunity to continue employment;
- A court decree;
- Death;
- Release due to unsatisfactory performance while in the Orientation and Development period;
- Final Release.

Severance Pay

Eligible Employees who do not sign a Release of Claims will be eligible to receive one (1) month's base pay.

Eligible Employees who sign and do not revoke a Release of Claims will be eligible to receive Severance Pay according to the following schedule:

Length of Service	Months of Severance Pay
0 but less than 5	1 months
5 but less than 10	2 months
10 but less than 15	3 months
15 but less than 20	4 months
20 but less than 25	5 months
25 or more	6 months

12 mos.

Severance Pay will be:

- Based on the employee's unbroken length of service, calculated on full, 12 month, years of service.
- Calculated on the last monthly base salary except for those employees returning to "regular active" from "flexible service" status. An Employee who, at the time he or she is notified of their Eligible Termination, was a "flexible service" employee for less than 60 days and who, immediately prior to being classified "flexible service", was a "regular active" employee will be returned to "regular active" status for purposes of determining Severance Pay.
- Paid in semi-monthly payments based on the above table
- Taxable

- Severance Payments will begin the first regularly scheduled payroll following the date of separation if Human Resources received the signed Release of Claims and the seven-day revocation period has expired prior to the payroll processing cutoff. Otherwise, the Severance Payments will begin on the first available payroll processing date following receipt of the signed Release of Claims and expiration of the seven-day revocation period
- Payments may be reduced by any amount owed by the Employee to the Corporation.
- Severance Payments are issued as payroll live check, direct deposit will discontinue

Other Transition Assistance

Other Transition Assistance consists of (1) the opportunity to utilize Delphi-provided outplacement services to assist employees in obtaining employment outside the Corporation and (2) a \$2,000 payment included in the last regularly scheduled payroll check which the Employee, at his or her discretion, may use toward COBRA health care continuation coverage through Delphi if the employee is not eligible to retire with Corporate contributions for health care in retirement at the time of the separation. Employees who are eligible to retire with corporate contributions for health care in retirement at the time of the separation are not eligible for this \$2,000 payment. The local HR Representative will assist in scheduling outplacement service. Use of the outplacement service should commence within sixty days of separation and will generally be limited to six months in duration.

Call NRC
to continue

March 1

- Eligible Employees who sign a Release of Claims will receive Severance Pay and Other Transition Assistance.
- Eligible Employees who do not sign a Release of Claims will not be eligible for Other Transition Assistance. 1 month

Vacation

- During Transformation employees impacted by involuntary programs will vest vacation on a monthly basis. Employees may use or receive payment for vacation based on last month worked. Example: Separation effective 5/1/2009, vacation vested four (4) months or 33.3%. Vacation for an employee with 5 yrs service = 120 hours, $(120 \times .333 = 39.96)$ hours vested, round to nearest whole or 40 hours of entitlement.
- Retirement-eligible employees will receive 100% of their annual vacation entitlement, if effective date of retirement is on or after March 1. For retirements effective February 1, the maximum allowable vacation days is equal to number of working days for the month of January.
- Employees impacted by the involuntary programs will be allowed to revoke their deductions for purchased days with their final regularly scheduled paycheck. Employees may use or receive payment for days purchased through payroll deductions; however no payment may be received after the plan year. Employees who have used more days than deducted through payroll will have the remaining dollars deducted from their last regularly scheduled paycheck. Vested vacation must be utilized prior to purchase days.

Company Car Allowance

- Company car allowances will be discontinued at the end of the pay period in which the last day of work occurred.

Tuition Assistance

- The tuition assistance program is suspended for 2009, employees will not be eligible for reimbursement of courses started after January 1, 2009.

Incentive Compensation

- Employees must be on the active roll on date of the incentive compensation payout to be eligible to receive incentive compensation. Eligible employees who retire or accept a separation payment under Separation Allowance Plan guidelines prior to the payout maintain their eligibility to receive a prorated award.

Flexible Compensation Payment

- The Flexible Compensation payment program is suspended for 2009 and will not be paid.

Benefits

The information provided on the next two pages is intended to cover the majority of situations and is a guide to the potential impact the separation may have on benefits provided under the plans identified. It is recommended that employees contact the appropriate plan administrator for complete details.

BENEFIT IMPACT FOR SEPARATED EMPLOYEES NOT ELIGIBLE TO RETIRE AND THOSE ELIGIBLE FOR DEFERRED VESTED RETIREMENT			
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Benefit Plan/Program	Benefit Plan Impact for Employees with a Length of Service Date on or before 12/31/00	Benefit Plan Impact for Employees with a Length of Service Date on or after 1/1/01	Contact Numbers for Employee Questions
Health Care	Coverage terminates at the end of month of separation provided Employee contribution, if any was paid. COBRA or Conversion available. *	Coverage terminates at the end of month of separation provided Employee contribution, if any was paid. COBRA or Conversion available.	National Benefit Center 1.866.335.7444. The NBC will send out the appropriate paperwork
Health Care Spending Account	Contributions for remainder of the calendar year are taken from final active paycheck and are available for claims for services in that year. Claims can be submitted through 3/31 of the following year.	Contributions for remainder of the calendar year are taken from final active paycheck and are available for claims for services in that year. Claims can be submitted through 3/31 of the following year.	National Benefit Center 1.866.335.7444
Dependent Care Spending Account	Contributions terminate with final active paycheck and balance of account is available for claims in that calendar year. Claims can be submitted through 3/31 of the following year.	Contributions terminate with final active paycheck and balance of account is available for claims in that calendar year. Claims can be submitted through 3/31 of the following year.	National Benefit Center 1.866.335.7444
Basic Life Insurance	Coverage terminates at end of month of separation. Conversion available.*	Coverage terminates at end of month of separation. Conversion available.	National Benefit Center 1.866.335.7444
Optional Life Insurance	Coverage terminates at end of month of separation. Conversion available.*	Coverage terminates at end of month of separation. Conversion available.	National Benefit Center 1.866.335.7444
Dependent Life Insurance	Coverage terminates at the end of the month of separation. Conversion available.*	Coverage terminates at the end of the month of separation. Conversion available.	National Benefit Center 1.866.335.7444
Personal Accident Insurance	Coverage terminates at the end of the month of separation. Conversion not available.*	Coverage terminates at the end of the month of separation. Conversion not available.	National Benefit Center 1.866.335.7444
Sickness & Accident Benefits	Coverage terminates at the end of the month of separation. No additional coverage is available.*	Coverage terminates at the end of the month of separation. No additional coverage is available.	National Benefit Center 1.866.335.7444
Extended Disability Benefits	Coverage terminates at the end of the month of separation. No additional coverage is available.*	N/A	National Benefit Center 1.866.335.7444
Long Term Disability	N/A	Coverage terminates at the end of the month of separation. No additional coverage is available.	National Benefit Center 1.866.335.7444
Supplemental Extended Disability Benefits	Coverage terminates at the end of the month of separation. No additional coverage is available.*	N/A	National Benefit Center 1.866.335.7444
Retirement Program for Salaried Employees (SRP)	Part A - If the employee has 5 or more years of credited service they are eligible for a deferred vested monthly retirement benefit at age 65 or earlier on an age reduced basis. The employee should check on retirement eligibility Part B - If the employee has 5 or more years of credited service they can elect to leave their contributions in Part B and commence receiving a monthly retirement benefit at age 65 or earlier on an age reduced basis. The employee also has the option of withdrawing all their contributions plus interest to the date of such election. Note: Attached Notice regarding SRP	Retirement Accumulation Plan - If the employee has 5 or more years of credited service they have the option of leaving their assets in the Plan where they will continue to earn interest credits each year until they take a distribution, or take the balance with them, or roll it over into an IRA or another employer's plan. Note: Attached Notice regarding SRP	Fidelity Benefit Center 1.877.389.2374
Stock Options	Employee retains vested options, with three (3) years to exercise.	Employee retains vested options, with three (3) years to exercise.	Contact Salomon Smith Barney 1.877.4Delphi
Salaried Retirement Savings Program (formally S-SPP)	Employee may elect to receive full distribution of all assets, or if assets are greater than \$5,000, they may be left in program until age 70 1/2. Employee retains ability to manage account. Employee with less than 3 years forfeits Delphi contributions that are not vested.	Employee may elect to receive full distribution of all assets, or if assets are greater than \$5,000, they may be left in program until age 70 1/2. Employee retains ability to manage account. Employee with less than 3 years forfeits Delphi contributions that are not vested.	Fidelity Benefit Center 1.877.389.2374
New Vehicle Purchase Program	Program eligibility dependent on vendor program. Generally, must be an active Employee.	Program eligibility dependent on vendor program. Generally, must be an active Employee.	Call the manufacturer 800 number for discount.

*Generally, for benefit impact purposes separation means the last day worked.

Benefit Impact For Employees Eligible to Retire by Length of Service Date on or Before 12/31/2000
(Does Not Include Employees Eligible for a Deferred Vested Retirement)

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Benefit Plan/Program	Benefit Plan Impact	Contact Numbers for Employee Questions
Retirement Program for Salaried Employees (SRP)	Eligible employees for retirement must contact the Fidelity Retirement Center to begin processing of benefits, recommendation is to apply 60 to 90 days in advance of effective date	Fidelity Benefit Center 1.877.389.2374
Health Care	Generally eligible for continuation in retirement with corporate contributions until age 65 if hired prior to 1/1/93. Extended Care Coverage (ECC) is a separate election in retirement. Retiree must make a timely decision regarding the ECC election. Waiver or refusal of coverage may result in permanent loss of opportunity to enroll in ECC. Monthly contributions may apply. Employees hired after 1/1/93 or Employees hired prior to 1/1/1993 who retire at or after age 55 and prior to age 60 when age and credited service total less than 85 are eligible for continuation until age 65 but without corporate contributions. COBRA or conversion is available.	National Benefit Center 1.866.335.7444
Health Care Spending Account	Contributions for remainder of the calendar year are taken from final active paycheck and are available for claims for services in that year. Claims can be submitted through 3/31 of the following year.	National Benefit Center 1.866.335.7444.
Dependent Care Spending Account	Contributions terminate with final active paycheck and balance of account is available for claims in that calendar year. Claims can be submitted through 3/31 of the following year.	National Benefit Center 1.866.335.7444
Basic Life Insurance	Employees hired prior to 1/1/1993 who retire are eligible for coverage of 2X ABS which reduces according to rules in effect on last day worked. Employees hired prior to 1/1/1993 who retire at or after age 55 and prior to age 60 when age plus credited service total less than 85 may pay for continuation of insurance until age 65 when corporate contributions will resume. Corporate contributions in retirement are not applicable to Employees hired after 1/1/93. Conversion plan is available.	National Benefit Center 1.866.335.7444
Optional Life Insurance	Coverage, if in force while active, may be continued in retirement at retiree's cost until age 75. This may only be decreased or cancelled. Reductions of 10% per year from age 66 to cancellation at age 75. Conversion is not available.	National Benefit Center 1.866.335.7444
Dependent Life Insurance	Coverage, if in force while active, may continue in retirement at the retiree's cost until the age of 70. This may only be decreased or cancelled. This coverage terminates when the retiree reaches age 70. Conversion is not available.	National Benefit Center 1.866.335.7444
Personal Accident Insurance	Coverage, if in force while active, may be continued in retirement at the retiree's cost. Maximum coverage reduces to \$150,000 at age 70.	National Benefit Center 1.866.335.7444
Sickness & Accident Benefits	Coverage terminates at the end of the month prior to retirement. No additional coverage is available.	National Benefit Center 1.866.335.7444
Extended Disability Benefits	Coverage terminates at the end of the month prior to retirement. No additional coverage is available.	National Benefit Center 1.866.335.7444
Supplemental Extended Disability Benefits	Coverage terminates at the end of the month prior to retirement. No additional coverage is available.	National Benefit Center 1.866.335.7444
Salaried Retirement Savings Program (formally S-SPP)	Employee may elect to receive full distribution of all assets, or, if assets are greater than \$5,000, they may be left in program until age 70 1/2. Employee retains ability to manage account. Employee with less than 3 years participation forfeits Delphi contributions that are not vested.	Fidelity Benefit Center 1.877.389.2374
Stock Options	Employee retains vested options, with five (5) years to exercise or end of plan whichever comes first.	Salomon Smith Barney 1.877.4Delphi
New Vehicle Purchase Program	Program eligibility dependent on vendor program. Generally, must be an active Employee.	Call the manufacturer 800 number for discount.

FOR RETIREES ONLY

Retirement

**Delphi Corporation
Separation Allowance Plan Release of Claims**

I have been separated from my employment with Delphi Corporation ("Delphi") effective March 1, 2009 under terms which make me eligible for benefits under the Separation Allowance Plan (the "Plan"). These benefits include Severance Pay in the total amount of \$193,080.00, less applicable deductions, to be paid in 24 semi monthly installments commencing on March 15, 2009, and Other Transition Assistance, comprised of outplacement assistance and \$2000 which I may, at my discretion, use to help pay for the continuation of health care coverage through Delphi; provided, however, that, if I am eligible to retire with corporate contributions for health care in retirement at the time of my separation, I am not eligible for this \$2,000. I acknowledge that the consideration provided for in this Release of Claims is in excess of anything I would otherwise be entitled to receive absent my signing this Release of Claims.

In consideration for receiving these benefits, I, for myself, family, heirs, and representatives, release, remise, and forever discharge Delphi, General Motors Corporation, and their respective officers, shareholders, subsidiaries, affiliates, joint ventures, employee benefit plans, agents and employees, successors, and assigns from any and all manner of actions, causes of actions, suits, proceedings, damages, costs, and claims whatsoever in law or in equity (collectively "Claims"), which I have or may have based upon or in connection with my employment with or separation from Delphi. This release specifically includes all Claims under the Employee Retirement Income Security Act of 1974, as amended, which regulates employee benefit plans; Title VII of the Civil Rights Act of 1964, as amended, which prohibits discrimination in employment based on race, color, national origin, religion, or sex; the Americans with Disabilities Act, which prohibits discrimination in employment based on disability; the Age Discrimination and Employment Act, which prohibits discrimination in employment based on age; the Equal Pay Act, which prohibits wage discrimination; state fair employment practices or civil rights laws; and any other federal, state or local law, order, or regulation or the common law relating to employment or employment discrimination, including those which preclude any form of discrimination based on age. This includes, without limitation, Claims for breach of contract (either express or implied), slander, libel, defamation, and wrongful discharge. This release does not apply to Claims that are not subject to waiver under applicable law. This covers Claims I know about and Claims I do not know about; but does not cover Claims that arise after I separate from Delphi.

I understand that, by accepting benefits under the Plan, I will no longer be entitled to receive any disability benefits (short-term, long-term, or total and permanent) under the Delphi Life and Disability Benefits Program for Salaried Employees of the Delphi Retirement Program for Salaried Employees relating to any disability that arose or arises at any time, and if I am currently receiving or am eligible to receive disability benefits as of the effective date of this Release of Claims, I understand that such benefits or eligibility for such benefits will cease upon the effective date of this Release of Claims.

I have been given a minimum of forty-five (45) calendar days to review this Release of Claims and a written notice of the ages and job titles of all individuals in the same job classification or organizational unit who were (i) selected and (ii) who were not eligible or not selected for separation. I understand that I may use as much of this forty-five (45) day period as I wish. I have been advised to consult an attorney before signing this Release of Claims, but understand that whether or not I do so is exclusively my decision. I understand that I may revoke this Release of Claims within seven (7) days of my signing it. To be effective, the revocation must be in writing and must be received by Cheryl Chiuchiarrelli before the close of business on the seventh (7th) day after I sign this Release of Claims.

I acknowledge that Delphi has made no prior representations, promises, or agreements relating to my employment and separation contrary to this Release of Claims. I understand that I am not eligible for benefits Delphi provides under any other separation program and that I will not be eligible for any enhancements Delphi may subsequently make to the benefits provided under the Plan. This Release of Claims constitutes the entire and only understanding between Delphi and me regarding my separation. If any provision or portion of this Release of Claims is held unenforceable or invalid, all remaining provisions of this Release of Claims remain in full force and effect.

BY SIGNING BELOW, I ACKNOWLEDGE THAT I HAVE READ THIS RELEASE OF ALL KNOWN AND UNKNOWN CLAIMS. I AFFIRM THAT I UNDERSTAND AND VOLUNTARILY AGREE TO ITS TERMS.

Signed: RH Varner

Delphi Identification Number (DIN): 469880951

Dated: 22 Jan 2009

Accepted: Cheryl Chiuchiarrelli
Delphi Corporation

Career Transition Service

Delphi Corporation

Lee Hecht Harrison provides the following customized Career Transition Services. These services are designed to assist all levels in the organization make a successful career transition. It includes every element of support that an individual might need and has been tailored to meet the needs of Delphi's employees. Services are provided for the length of time specified by the organization.

Phase 1: Months 1-3

September 14

Built around LHH's proven **Milestones for Career Transition** process for successful job search.

- Includes both team and individual consultation with LHH consultants
- Personal and career assessment
- "Milestones" Seminar for Career Transition, Productivity Clinic
- Membership in Job Search Work Team
- Access to LHH office facilities and workspace or equivalent LHH@HOME administrative support
- Access to Career Resource Network
- Access to Interactive Workshops and LHH Job Lead Development activities
- Financial Planning seminars

Phase 2: Months 4-6

Milestones activity continues, with scheduled visits to LHH office to meet with LHH career consultant, and participate in Job Search Work Team on the day the team meets. Access to workspace also provided on that day. Access to Career Resource Network continues on remote basis (accessed from home 24/7, and from office on JSWT day).

Phase 3: Months 7-8

At completion of Month 6, client may be eligible for service continuation, if he/she has not yet landed and is fully engaged in search. If so, an additional month of service (at same support level as Phase 2) will be provided. A second month (to a maximum of two) may also be provided as necessary and appropriate.

LHH Career Transition Assistance: 1-800-665-8193